

**STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT**

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<b>IN THE MATTER OF:</b>	)	
<b>LEGACY CAPITAL, INC.</b>	)	
<b>A/K/A LEGACY TRUST, INC.</b>	)	
<b>A/K/A LEGACY TRUST FOUNDATION,</b>	)	
<b>and MANNA HUMANITARIAN FOUNDATION</b>	)	<b>No 0700542</b>
<b>A/K/A MANNA TRADING CORP. LTD.</b>	)	
<b>and HAL (MICK) ALLAN McLEOD</b>	)	
<b>and DIANE SHARON ROSIEK, their partners, officers</b>	)	
<b>and directors, agents, employees, affiliates, successors</b>	)	
<b>and assigns.</b>	)	

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**TEMPORARY ORDER OF PROHIBITION**

**TO RESPONDENTS: Legacy Capital, Inc.  
a/k/a Legacy Trust, Inc.  
a/k/a Legacy Trust Foundation  
#800-15355 24<sup>th</sup> Avenue  
Suite 649  
Surrey, British Columbia V4A 2H9  
Canada**

**and**

**Manna Humanitarian Foundation  
a/k/a Manna Trading Corp. Ltd  
1617 – 534 Railroad Street  
Sumas, Washington 98295**

**and**

**Hal (Mick) Allan McLeod  
#800-15355 24<sup>th</sup> Avenue  
Suite 649  
Surrey, British Columbia V4A 2H9  
Canada**

**and**

Temporary Order of Prohibition

-2-

**Diane Sharon Rosiek  
#800-15355 24<sup>th</sup> Avenue  
Suite 649  
Surrey, British Columbia V4A 2H9  
Canada**

On information and belief, I, Jesse White, Secretary of State for the State of Illinois, through my designated representative, who has been fully advised in the premises by the staff of the Securities Department, Office of the Secretary of State, herein find :

1. Respondent Hal (Mick) Allan McLeod (hereinafter "McLeod" or collectively with Legacy, Manna and Roseik, "Respondents") has a last known address of #800-15355 24<sup>th</sup> Avenue, Suite 649, Surrey, British Columbia V4A2H9, Canada.
2. Respondent Diane Sharon Rosiek. (hereinafter "Rosiek" or collectively with McLeod, Legacy, and Manna "Respondents"), has a last known address of has a last known address of #800-15355 24<sup>th</sup> Avenue, Suite 649, Surrey, British Columbia V4A2H9, Canada.
3. Respondent Legacy Capital, Inc. a/ka/ Legacy Trust, Inc. a/k/a Legacy Trust Foundation is a British Columbia, Canada corporation (hereinafter "Legacy" or collectively with McLeod, Rosiek, and Manna, "Respondents") with a last known address of #800-15355 24<sup>th</sup> Avenue, Suite 649, Surrey, British Columbia V4A2H9, Canada.
4. Respondent Manna Humanitarian Foundation a/k/a Manna Trading Corp. Ltd. (hereinafter "Manna" or collectively with McLeod, Rosiek and Legacy "Respondents") is a Washington State corporation with a last known address of 1617 – 534 Railroad Street, Sumas, Washington 98295.
5. McLeod and Rosiek are officers, and directors of Legacy and Manna.
6. Between March 2006 and May 2007 offered to at least two Illinois residents ("Investors 1 and 2") the opportunity to place money through a "Trust Stewardship Program" into "spiritual trusts" and the "stewarded" investment would be used to "purchase stock, commodities and real estate throughout the world".
7. The Respondents told the Investors that they would receive five percent interest per month.
8. In August 2006 and January 2007 Investor 1 gave Respondents two cashier's checks totaling \$40,000 (the "Investments") payable to "Legacy Capital" in exchange for Respondents' promise to pay the Investor 5% interest per month.

9. In November 2006 and January 2007 Investor 2 gave Respondents two cashier's checks totaling \$15,000 (the "Investments") payable to "Legacy Capital" in exchange for Respondents' promise to pay the Investor 5% interest per month.
10. Respondents assured the Investors they would use the investments for the business purpose of purchasing "stock, commodities and real estate..." with profits to be used to pay the interest due to the Investors.
11. The activities described above in paragraphs 6-10 constitute the offer and sale of an investment contract and are therefore a security as those terms are defined in Sections 2.1, 2.5 and 2.5a of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act").

#### **FAILURE TO REGISTER SECURITIES**

12. Section 5 of the Act provides, *inter alia* that all securities except those exempt under Section 3 or those offered and sold under Section 4 shall be registered either by coordination or by qualification prior to their offer or sale in the State of Illinois.
13. Respondents failed to file with the Secretary of State an application for registration of the securities described above as required by the Act and that as a result the securities were not registered pursuant to Section 5 of the Act prior to their offer and sale in the State of Illinois.
14. Section 12.A of the Act provides *inter alia* that it shall be a violation for any person to offer and sell any security except in accordance with the provisions of the Act.
15. Section 12.D of the Act provides *inter alia* that it shall be a violation for any person to fail to file with the Secretary of State any application, report or document required to be filed under the provisions of the Act or any rule or regulation made by the Secretary of State pursuant to the Act.
16. By virtue of the foregoing Respondents have violated Sections 12.A and 12.D of the Act.

#### **FRAUD IN SALE OF SECURITIES**

17. Respondents did not purchase "stocks, commodities or real estate throughout the world" according to the promises made to the Investors, but instead placed the Investments into their own accounts, and converted them to their own use and benefit.
18. Respondents failed and refused to notify the Investors that they were converting the Investment to their own use and benefit, instead of using it for business purposes to purchase stock, commodities and real estate.

Temporary Order of Prohibition

-4-

19. Section 12.F of the Act provides, *inter alia*, that it shall be a violation of the Act for any person, "to engage in any transaction, practice or course of business in connection with the sale or purchase of securities which works or tends to work a fraud or deceit upon the purchaser or seller thereof".
20. Section 12.G of the Act provides, *inter alia*, that it shall be a violation of the Act for any person, "to obtain money or property through the sale of securities by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading".
21. Section 12.I of the Act provides, *inter alia*, that it shall be a violation of the Act for any person, "to employ any device, scheme or artifice, to defraud in connection with the sale or purchase of any security, directly or indirectly".
22. By virtue of the foregoing, Respondents violated Sections 12.F, 12.G and 12.I of the Act and will violate them again if they make further offers, or if they make any sales of investment contracts or other securities described above in the State of Illinois.
23. The aforementioned findings are based upon credible evidence.
24. Section 11.F(2) of the Act provides, *inter alia*, that the Secretary of State may temporarily prohibit the offer or sale of securities by any person, without notice and prior hearing, if the Secretary of State shall deem it necessary to prevent an imminent violation of the Act or to prevent losses to investors that will occur as a result of prior violations of the Act.
25. The entry of this Temporary Order of Prohibition prohibiting Respondents Legacy Capital, Inc. a/k/a Legacy Trust, Inc a/k/a Legacy Trust Foundation; Manna Humanitarian Foundation a/k/a Manna Trading Corp. Ltd.; Hal (Mick) Allan McLeod and Diane Sharon Roseik, or their partners, officers and directors, agents, affiliates, successors and employees, from offering or selling securities in the State of Illinois is in the public interest and for the protection of the investing public and is consistent with the purposes intended by the provisions of the Act.

NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondents **Legacy Capital, Inc. a/k/a Legacy Trust, Inc. a/k/a Legacy Trust Foundation; Manna Humanitarian Foundation a/k/a Manna Trading Corp. Ltd.; Hal (Mick) Allan McLeod and Diane Sharon Roseik**, their partners, officers and directors, agents, employees, affiliates, successors and assigns are **Temporarily Prohibited** from offering or selling securities in or from this State until the further Order of the Secretary of State.

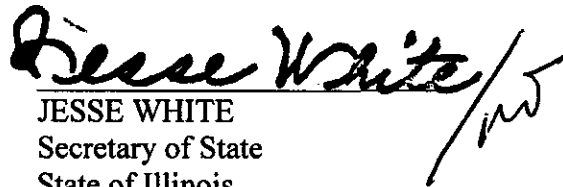
Temporary Order of Prohibition

-5-

NOTICE is hereby given that Respondents may request a hearing on this matter by transmitting such request in writing to the Director, Illinois Securities Department, 69 West Washington Street, Suite 1220, Chicago, Illinois 60602. Such request must be made within thirty (30) calendar days of the date of entry of the Temporary Order of Prohibition. Upon receipt of a request for hearing, a hearing will be scheduled as soon as reasonably practicable. A request for hearing will not stop the effectiveness of this Temporary Order of Prohibition and will extend the effectiveness of this Temporary Order of Prohibition for sixty (60) days from the date the hearing request is received by the Department.

FAILURE BY ANY RESPONDENT TO REQUEST A HEARING WITHIN THIRTY (30) CALENDAR DAYS AFTER ENTRY OF THIS TEMPORARY ORDER OF PROHIBITION SHALL CONSTITUTE AN ADMISSION OF ANY FACTS ALLEGED HEREIN AND SHALL CONSTITUTE SUFFICIENT BASIS TO MAKE THIS TEMPORARY ORDER OF PROHIBITION FINAL.

Dated: This 9<sup>th</sup> day of July 2008.

  
JESSE WHITE  
Secretary of State  
State of Illinois

Attorney for the Secretary of State:

James J. Tierney  
Illinois Securities Department  
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